

0100904014

DONELAN, CLEARY, WOOD & MASER, P.C.

RECORDATION NO. 14229-CC
FILED 1425

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

DEC 27 1995 - 11 30 AM

FEDERAL TRADE COMMISSION

TELECOPIER: (202) 371-0900

OFFICE: (202) 371-9500

December 27, 1995

Recordation No. 14229-CC

LICENSING
DEC 27 11 21 AM '95
OFFICE OF THE
REGISTERED CLERK

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, successor Lessor, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Partial Termination from Lease ("Release"), executed as of December 26, 1995, which is a partial termination covering only five (5) specifically designated locomotives which Releasing Party releases from the provisions of the lease mentioned below.

The party executing the enclosed Release is:

Helm - Atlantic Associates Limited Partnership — RELEASING PARTY
One Embarcadero Center
San Francisco, CA 94111

The said Release is a release by the Releasing Party only as to those five (5) specifically designed locomotives from the Master Leasing Agreement recorded under Recordation No. 14229-A, as amended and supplemented, and the Release should be recorded under the next available letter under Recordation No. 14229, which we believe is "-CC".

The five (5) locomotives covered by the enclosed Release are identified as SP6770, 6772, 6784, 6786 and 6791.

A short summary of the Release to appear in the ICC Index is as follows:

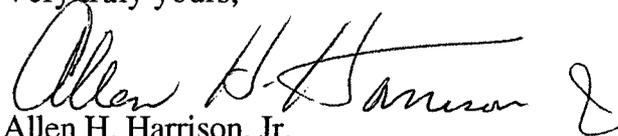
"Release of five locomotives from lease namely SP6770, 6772, 6784, 6786 and 6791."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Counterparts - C. H. Harman

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
*Attorney for Helm-Atlantic Associates
Limited Partnership for the purpose of
this filing.*

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

BY HAND

8350-020



U P R E S

Washington, D.C. 20423-0001

12/27/95

Office Of The Secretary

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW, Ste. 750
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/27/95 at 11:30AM, and assigned recordation number(s). 14229-CC.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100904014)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

14229-CC

DEC 27 1995 11:30 AM

PARTIAL TERMINATION FROM LEASE

WHEREAS, Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership, through assignments filed and recorded with the Interstate Commerce Commission ("ICC") under subparts of Recordation No. 14229, is the Lessor ("Lessor") in that certain Master Leasing Agreement, dated as of December 1, 1983, filed and recorded with the ICC under Recordation No. 14229-A, as amended and supplemented ("Lease"), and

WHEREAS, as to five of the locomotives covered by and subject to the Lease, identified as SP6770, 6772, 6784, 6786 and 6791 ("Locomotives"), the term of lease has ended, has not been extended and hence the Lease is terminated and ended as to the aforesaid Locomotives;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is acknowledged, and intending to be legally bound, Helm-Atlantic Associates Limited Partnership, as Lessor, does hereby terminate the lease interest created by the Lease only to the aforesaid Locomotives, and files and records this Partial Termination from Lease for the purpose of officially terminating of record in the files of the Interstate Commerce Commission the Lease only as to the aforesaid Locomotives.

IN WITNESS WHEREOF, Helm-Atlantic Associates Limited Partnership, as Lessor, has duly executed this Partial Termination from Lease as of this 26th day of December, 1995.

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

By: John J. Adams

Name: Chief Financial Officer

Title: Helm Atlantic Corporation,
its Managing Partner

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On December 26, 1995, before me, Emma S. Ortega a notary,
personally appeared JOHN F DAINS, CFO of Helm-
(name) (title)
Atlantic Associates Limited Partnership.

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

My Commission Expires: June 16, 1999

[Notarial Seal]

